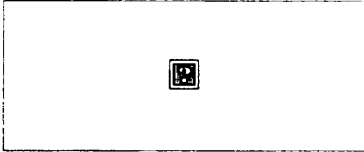


# Exhibit 2

**From:** [John Hanamirian](#)  
**To:** [Ellenbogen, Bennett](#)  
**Subject:** RE: O'Brien  
**Date:** Monday, June 11, 2018 12:03:12 PM  
**Attachments:** [image002.jpg](#)  
[image003.jpg](#)

---

Ben:  
Talk today?



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**From:** Ellenbogen, Bennett [<mailto:EllenbogenB@SEC.GOV>]  
**Sent:** Friday, June 08, 2018 11:45 AM  
**To:** John Hanamirian  
**Subject:** Re: O'Brien

John: I apologize if there has been some misunderstanding. The SEC is a separate government entity and we conduct our own independent investigations. We do, however, sometimes work in parallel with other government agencies, such as the United States Attorneys Offices.

With regard to a proffer, I will provide you with the form SEC proffer agreement that explains the rights and obligations of the parties on Monday (I am out of the office today).

I am happy to discuss these matters in more detail with you on Monday.

Bennett Ellenbogen  
S.E.C.  
Bennett Ellenbogen  
S.E.C.

On Jun 7, 2018, at 6:46 PM, John Hanamirian <[JMH@hanamirian.com](mailto:JMH@hanamirian.com)> wrote:

Ben:

I understood the processes would be combined so that you would participate in the

Proffer. I can't respond to a Subpoena until I have the terms of the Proffer and it's made clear that the "act of production" of any documents is subsumed within the Proffer protections. If I need to deal with your Office separate from the United States Attorneys' Office, let me know.

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On Thu, Jun 7, 2018 at 5:01 PM -0400, "Ellenbogen, Bennett"  
<[EllenbogenB@SEC.GOV](mailto:EllenbogenB@SEC.GOV)> wrote:

John:

Thank you for your email. We do plan on attending any proffer at the US Attorneys office in New Jersey. We would plan to give you a separate proffer agreement. We also will need your client to comply with the subpoena that we previously sent. As we have discussed, we have adjourned the date of document production until June 13<sup>th</sup>. Please let me know which documents will be produced by June 13. As we discussed, the subpoena also seeks testimony and we have set a control date for June 18<sup>th</sup>. If the proffer is going forward, we likely would be willing to push off the date of testimony, but we would like to revisit that once we have confirmed date for the proffer. Finally, please let me know if you would like to discuss any of this. Thank you,  
Ben Ellenbogen

---

**From:** John Hanamirian [<mailto:JMH@hanamirian.com>]

**Sent:** Thursday, June 07, 2018 11:01 AM

**To:** Ellenbogen, Bennett

**Subject:** FW: O'Brien

Sorry, the guys had said they would communicate with you, so I thought I was supposed to stay out of it.



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**From:** John Hanamirian

**Sent:** Wednesday, June 06, 2018 2:38 PM

**To:** 'Richardson, Jason (USANJ)' <[jason.richardson@usdoj.gov](mailto:jason.richardson@usdoj.gov)>; 'Grippe, Nicholas (USANJ)' <[nicholas.grippe@usdoj.gov](mailto:nicholas.grippe@usdoj.gov)>

**Subject:** Re: O'Brien

I met with my client and we would like to do the proffer we discussed. Please send your form of letter. You will advise SEC counsel?

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On Fri, Jun 1, 2018 at 8:16 AM -0400, "John Hanamirian"

<[JMH@hanamirian.com](mailto:JMH@hanamirian.com)> wrote:

I am meeting with Mr. O'Brien on Monday and will reach back out to you on Tuesday.



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**From:** John Hanamirian

**Sent:** Wednesday, May 23, 2018 9:12 AM  
**To:** 'Richardson, Jason (USANJ)' <[Jason.Richardson@usdoj.gov](mailto:Jason.Richardson@usdoj.gov)>; Grippo, Nicholas (USANJ) <[Nicholas.Grippo@usdoj.gov](mailto:Nicholas.Grippo@usdoj.gov)>  
**Subject:** FW: O'Brien  
FYI.



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**From:** Ellenbogen, Bennett [<mailto:EllenbogenB@SEC.GOV>]  
**Sent:** Wednesday, May 23, 2018 9:05 AM  
**To:** John Hanamirian <[JMH@hanamirian.com](mailto:JMH@hanamirian.com)>  
**Subject:** RE: O'Brien  
Thank you for the update.

---

**From:** John Hanamirian [<mailto:JMH@hanamirian.com>]  
**Sent:** Tuesday, May 22, 2018 9:29 PM  
**To:** Ellenbogen, Bennett  
**Subject:** O'Brien

As a status, I spoke to the Assistants working the matter on Monday evening. We concluded that I would discuss the prospect of a Proffer with Mr. O'Brien and get back to them in a short period of time, which I will do. We further discussed the interplay of your investigation and their investigation and they said if we agreed on a Proffer, they would reach out to you to discuss further how to proceed. I will respond to the Assistants within 2 weeks. Sorry for the email, but I have not been in the office during normal business hours and I wanted to assure I followed-up with you.

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